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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)  
:  
Reorganized Debtors. : (Jointly Administered)  
:  
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JOINT STIPULATION AND AGREED ORDER BETWEEN  
REORGANIZED DEBTORS AND CAROLYN NEEDHAM COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 14086

(CAROLYN NEEDHAM)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Carolyn Needham respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Carolyn Needham Compromising And Allowing Proof Of Claim Number 14086 (Carolyn Needham) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006, Ms. Needham filed proof of claim number 14086 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$100,000.00 (the "Claim") stemming from alleged personal injuries.

WHEREAS, on February 15, 2007, the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection").

WHEREAS, on March 14, 2007, Ms. Needham filed the Reply Of Claimant Carolyn Needham To Debtors' Ninth Omnibus Claims Objection (Docket No. 7264) (the "Response").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, to resolve the Ninth Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and Ms. Needham entered into this Stipulation, pursuant to which the Reorganized Debtors and Ms. Needham agreed that the Claim should be allowed as a general unsecured non-priority claim in the amount of \$20,000.00 against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors and Ms. Needham stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$20,000.00 and shall be treated as an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.

2. The Response is hereby deemed withdrawn with prejudice.

3. Nothing herein shall be construed as an admission of liability on behalf of the Reorganized Debtors or Debtors with respect to any portion of the Claim.

4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 27th day of September, 2010

/s/ Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

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